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UNITED STATES OF AMERICA  
Before the  
OFFICE OF THRIFT SUPERVISION

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In the Matter of:	)	Re: 90-3031
	)	
YERKES & MICHELS,	)	Dated: December 11, 1990
JOHN D. CARROLL,	)	
LOUIS H. MICHELS,	)	
MICHAEL BALDASSARO, AND	)	
RANDY HOFFMAN	)	
	)	
The Former Audit Firm, Partners)	)	
and Senior Auditor of	)	
First Federal Savings and Loan	)	
Association of Independence,	)	
	)	
Independence, Kansas	)	
	)	

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STIPULATION AND CONSENT TO ISSUANCE OF PART 513 ORDER

The Office of Thrift Supervision ("OTS") and Louis H. Michels and Michael Baldassaro hereby agree as follows:

1. Consideration. The OTS, based upon information reported to it, is of the opinion that the grounds exist to initiate an administrative proceeding against Louis H. Michels and Michael Baldassaro pursuant to Part 513 of the Rules and Regulations of the Office of Thrift Supervision ("OTS Regulations"), 12 C.F.R. §513 et seq. (1990). Louis H. Michels and Michael Baldassaro desire to cooperate with the OTS to avoid the time and expense of such administrative litigation, and without admitting or denying

that such grounds exist, hereby stipulate and agree to the following terms in consideration of the forbearance by the OTS from initiating such administrative litigation against Louis H. Michels and Michael Baldassaro with respect to the matters covered in the accompanying Consent Order ("Order").

2. Jurisdiction.

(a) Yerkes & Michels is a partnership of certified public accountants which was engaged by First Federal Savings and Loan Association of Independence, Independence, Kansas ("First Federal") to audit First Federal's financial statements for the fiscal years ended September 30, 1988 and September 30, 1989, and to provide opinions on those financial statements. Yerkes & Michels performed such audits and provided such opinions to the OTS pursuant to Section 563.170 of the OTS Regulations, 12 C.F.R. §563.170 (1990).

(b) Louis H. Michels and Michael Baldassaro are partners of Yerkes & Michels and authorized Yerkes & Michels' audits of First Federal's 1988 and 1989 financial statements. Accordingly, Louis H. Michels and Michael Baldassaro were engaged in "practice" before the OTS as that term is defined in Section 513.2 of the OTS Regulations, 12 C.F.R. §513.2 (1990).

(c) First Federal is a "savings association" within the meaning of Section 3 of the FDIA and Section 2 of the Home Owner's Loan Act of 1933 ("HOLA"), as amended by FIRREA, 12 U.S.C.S. §1813(c) (Law. Co-op. Supp. 1990).

(d) Pursuant to Section 3 of the HOLA, as amended by

FIRREA, 12 U.S.C.S. §1463(a) (Law. Co-op. Supp. 1990), the Director of OTS may issue such regulations as the Director determines to be appropriate to carry out the responsibilities of the OTS. The Director has prescribed rules with respect to the general practice before the OTS and rules describing the circumstances under which accountants may be suspended or debarred, either temporarily or permanently, from practicing before the OTS, 12 C.F.R. §§513 et seq. (1990). Therefore, Louis H. Michels and Michael Baldassaro are subject to the authority of the OTS to initiate and maintain a suspension proceeding against him pursuant to Section 513.4 of the OTS Regulations, 12 C.F.R. §513.4 (1990).

3. Consent. Louis H. Michels and Michael Baldassaro consent to the issuance by the OTS of the Order. Each of them further agree to comply with the terms of the Order upon issuance and stipulate that the Order complies with all requirements of law.

4. Finality. The Order is issued under Part 513 of the OTS Regulations, 12 C.F.R. §§513 et seq. (1990). Upon its issuance by the OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, as amended by FIRREA, 12 U.S.C.S. §1818(i) (Law. Co-op. Supp. 1990).

5. Waivers. Louis H. Michels and Michael Baldassaro each waive their right to a notice of charges and the administrative hearing provided by Section 513.4 of the OTS Regulations, 12 C.F.R. §513.4 (1990), waive any rights provided by Part 509 of the

OTS Regulations, 12 C.F.R. §509 et seq. (1990), and further waive any right to seek judicial review of the Order, including any such right provided by Section 8(h) of the FDIA, as amended by FIRREA, 12 U.S.C.S. §1818(h) (Law. Co-op. Supp. 1990), or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing, the OTS and Louis H. Michels and Michael Baldassaro execute this Stipulation and Consent to Issuance of Part 513 Order.

OFFICE OF THRIFT SUPERVISION

By:

/S/  
TIMOTHY RYAN  
DIRECTOR

/S/  
LOUIS H. MICHELS

12/3/90

/S/  
MICHAEL BALDASSARO

12/3/90